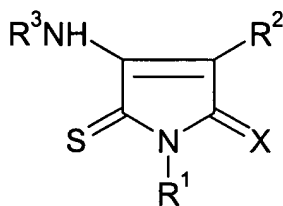


**AMENDMENTS TO THE CLAIMS:**

This listing of claims will replace all prior versions, and listings, of claims in the application:

**Listing of Claims**

1. (original) A compound of Formula I



Formula I

wherein:

$R^1$  is selected from phenyl(1-4C)alkyl wherein the phenyl is optionally substituted by (1-4C)alkoxycarbonyl or a group of formula  $NR^aR^b$  in which  $R^a$  and  $R^b$  independently represent H or (1-4C)alkyl; heteroaryl(1-4C)alkyl wherein the heteroaryl is optionally substituted by (1-4C)alkyl or a group of formula  $NR^aR^b$  in which  $R^a$  and  $R^b$  independently represent H or (1-4C)alkyl; or a (1-6C)alkyl group which is optionally substituted by one or more of the following: fluoro, (1-4C)alkoxycarbonyl, (1-3C)alkylthio or (1-3C)alkoxy optionally substituted by one or more fluoro;

$R^2$  is phenyl;

$R^3$  is selected from phenyl, indolyl or benzofuranyl each optionally substituted by one or more of the following: (1-3C)alkanoyl, (1-4C)alkoxy optionally substituted by one or more fluoro; (1-3C)alkylthio; or a group of formula  $NR^aR^b$  in which  $R^a$  and  $R^b$  independently represent H, (1-3C)alkyl or (1-3C)alkanoyl or  $R^a$  and  $R^b$  together with the nitrogen atom to which they are attached represent morpholino;

$X$  is O or S;

or a pharmaceutically acceptable salt or solvate thereof, or a solvate of such a salt.

2. (original) A compound according to claim 1 wherein **X** is O.
3. (original) A compound according to claim 1 wherein **X** is S.
4. (currently amended) A compound according to ~~any previous~~ claim 1 in which **R**<sup>1</sup> is selected from methyl, ethyl, propyl, butyl, 2-methoxyethyl, 2,2,2-trifluoroethyl, benzyl, 4-pyridylmethyl, 3-pyridylmethyl or 6-amino-3-pyridylmethyl.
5. (currently amended) A compound according to ~~any previous~~ claim 1 in which **R**<sup>3</sup> is 4-methoxyphenyl, 4-difluoromethoxyphenyl or 4-morpholinophenyl.
6. (currently amended) A compound according to ~~any of claims~~ claim 1-3 wherein **R**<sup>1</sup> is selected from methyl, ethyl, 2,2,2-trifluoroethyl, benzyl, 3-pyridylmethyl or 6-amino-3-pyridylmethyl;  
**R**<sup>2</sup> is phenyl;  
**R**<sup>3</sup> is selected from 4-methoxyphenyl, 4-difluoromethoxyphenyl or 4-morpholinophenyl;  
**X** is O or S.
7. (currently amended) A compound according to ~~any of claims~~ claim 1-3 wherein **R**<sup>1</sup> is selected from ethyl, 2,2,2-trifluoroethyl, benzyl, 3-pyridylmethyl or 6-amino-3-pyridylmethyl;  
**R**<sup>2</sup> is phenyl;  
**R**<sup>3</sup> is selected from 4-methoxyphenyl, 4-difluoromethoxyphenyl or 4-morpholinophenyl;  
**X** is O or S.
8. (currently amended) A compound according to ~~any of claims~~ claim 1-3 wherein **R**<sup>1</sup> is selected from methyl, ethyl, 2,2,2-trifluoroethyl, 2-pyridylmethyl, 3-pyridylmethyl or 4-pyridylmethyl;  
**R**<sup>2</sup> is phenyl;  
**R**<sup>3</sup> is selected from 4-methoxyphenyl;  
**X** is O or S.

9. (currently amended) A compound according to ~~any of claims~~ claim 1-3 wherein  $R^1$  is selected from 2-methoxyethyl or 6-amino-3-pyridylmethyl;

$R^2$  is phenyl;

$R^3$  is selected from 4-methoxyphenyl or 4-difluoromethoxyphenyl;

X is O or S.

10. (currently amended) A compound selected from ~~one or more of~~ the following:

1-(2-Methoxyethyl)-4-[(4-methoxyphenyl)amino]-3-phenyl-5-thioxo-1,5-dihydro-2H-pyrrol-2-one;

1-(2-Methoxyethyl)-3-[(4-methoxyphenyl)amino]-4-phenyl-1H-pyrrole-2,5-dithione;

4-[(4-Methoxyphenyl)amino]-3-phenyl-1-(pyridin-3-ylmethyl)-5-thioxo-1,5-dihydro-2H-pyrrol-2-one;

3-[(4-Methoxyphenyl)amino]-4-phenyl-1-(pyridin-3-ylmethyl)-1H-pyrrole-2,5-dithione;

4-[(4-Methoxyphenyl)amino]-3-phenyl-1-(pyridin-4-ylmethyl)-5-thioxo-1,5-dihydro-2H-pyrrol-2-one;

3-[(4-Methoxyphenyl)amino]-4-phenyl-1-(pyridin-4-ylmethyl)-1H-pyrrole-2,5-dithione;

1-Butyl-4-[(4-methoxyphenyl)amino]-3-phenyl-5-thioxo-1,5-dihydro-2H-pyrrol-2-one;

1-Butyl-3-[(4-methoxyphenyl)amino]-4-phenyl-1H-pyrrole-2,5-dithione;

4-[(4-Methoxyphenyl)amino]-3-phenyl-5-thioxo-1-(2,2,2-trifluoroethyl)-1,5-dihydro-2H-pyrrol-2-one;

3-[(4-Methoxyphenyl)amino]-4-phenyl-1-(2,2,2-trifluoroethyl)-1H-pyrrole-2,5-dithione;

1-Benzyl-4-[(4-methoxyphenyl)amino]-3-phenyl-5-thioxo-1,5-dihydro-2H-pyrrol-2-one;

1-Benzyl-3-[(4-methoxyphenyl)amino]-4-phenyl-1H-pyrrole-2,5-dithione;

4-[(4-Methoxyphenyl)amino]-1-methyl-3-phenyl-5-thioxo-1,5-dihydro-2H-pyrrol-2-one;

3-[(4-Methoxyphenyl)amino]-1-methyl-4-phenyl-1H-pyrrole-2,5-dithione;

1-Ethyl-4-[(4-methoxyphenyl)amino]-3-phenyl-5-thioxo-1,5-dihydro-2H-pyrrol-2-one;

1-Ethyl-3-[(4-methoxyphenyl)amino]-4-phenyl-1H-pyrrole-2,5-dithione;

1-[(6-Aminopyridin-3-yl)methyl]-4-[[4-(difluoromethoxy)phenyl]amino]-3-phenyl-5-thioxo-1,5-dihydro-2H-pyrrol-2-one;

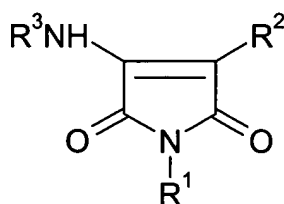
1-[(6-Aminopyridin-3-yl)methyl]-3-{[4-(difluoromethoxy)phenyl]amino}-4-phenyl-1H-pyrrole-2,5-dithione;

1-[(6-Aminopyridin-3-yl)methyl]-4-[(4-morpholin-4-ylphenyl)amino]-3-phenyl-5-thioxo-1,5-dihydro-2H-pyrrol-2-one;

1-[(6-Aminopyridin-3-yl)methyl]-3-[(4-morpholin-4-ylphenyl)amino]-4-phenyl-1H-pyrrole-2,5-dithione;

or a pharmaceutically acceptable salt or solvate thereof, or a solvate of such a salt.

11. (currently amended) A process for the preparation of a compound according to ~~any one of claims~~ claim 1-10, wherein  ~~$R^1$ ,  $R^2$  and  $R^3$  are as defined in claim 1,~~ comprising the step of reacting a compound of formula II,



II

wherein  $R^1$ ,  $R^2$  and  $R^3$  are as defined in claim 1, with a sulphurating agent, ~~for example Lawesson's reagent,~~ optionally in the presence of an inert organic liquid for example an aromatic hydrocarbon, ~~e.g. toluene,~~ at a temperature in the range of 0°C to 200°C.

12. (currently amended) A pharmaceutical formulation comprising a compound according to any one of claims 1-10 in admixture with a pharmaceutically acceptable adjuvants, diluents ~~and/or~~ carriers.

13. (currently amended) A method of providing therapy comprising administering ~~The use of a compound according to any one of claims~~ claim 1-10 in therapy.

14. (currently amended) A method of modulating the nuclear hormone receptors LXR  $\alpha$  and/or  $\beta$  comprising administering ~~The use of a compound according to any one of claims~~ claim 1-10 ~~for the manufacture of a medicament for the modulation of the nuclear hormone receptors LXR  $\alpha$  and/or  $\beta$ .~~

15-27. (cancelled)

28. (currently amended) A method of treating and/or preventing lipid disorders (dyslipidemia) whether or not associated with insulin resistance comprising the administration of a compound according to ~~any one of claims~~ claim 1-10 to a mammal in need thereof.

29. (currently amended) A method for treatment and/or prophylaxis of cardiovascular disease comprising administering to a mammal, ~~including man,~~ in need of such a treatment an effective amount of a compound as defined in ~~any of claims~~ claim 1-10.

30. (currently amended) A method of treating and/or preventing atherosclerosis comprising the administration of an effective amount of a compound of formula I according to ~~any one of claims~~ claim 1-10 to a mammal in need thereof.

31. (currently amended) A method for treatment and/or prophylaxis of hypercholesterolemia comprising administering to a mammal, ~~including man,~~ in need of such a treatment an effective amount of a compound as defined in ~~any of claims~~ claim 1-10.

32. (currently amended) A method for treatment and/or prophylaxis of conditions associated with a need for improving reverse cholesterol transport comprising administering to a mammal, ~~including man,~~ in need of such a treatment an effective amount of a compound as defined in ~~any of claims~~ claim 1-10.

33. (currently amended) A method for treatment and/or prophylaxis of conditions associated with a need for decreasing intestinal cholesterol absorption comprising administering to a mammal, ~~including man,~~ in need of such a treatment an effective amount of a compound as defined in ~~any of claims~~ claim 1-10.

34. (currently amended) A method for treatment and/or prophylaxis of conditions associated with a need for increasing HDL-cholesterol levels comprising administering to a mammal,

~~including man~~, in need of such a treatment an effective amount of a compound as defined in ~~any of claims~~ claim 1-10.

35. (currently amended) A method for treatment and/or prophylaxis of conditions associated with a need for decreasing LDL-cholesterol levels comprising administering to a mammal, ~~including man~~, in need of such a treatment an effective amount of a compound as defined in ~~any of claims~~ claim 1-10.

36. (currently amended) A method for treatment and/or prophylaxis of inflammatory conditions comprising administering to a mammal, ~~including man~~, in need of such a treatment an effective amount of a compound as defined in ~~any of claims~~ claim 1-10.

37. (currently amended) A method for treatment and/or prophylaxis of Alzheimer's disease comprising administering to a mammal, ~~including man~~, in need of such a treatment an effective amount of a compound as defined in ~~any of claims~~ claim 1-10.

38. (currently amended) A method for treatment and/or prophylaxis of arteriosclerosis comprising administering to a mammal, ~~including man~~, in need of such a treatment an effective amount of a compound as defined in ~~any of claims~~ claim 1-10.

39. (currently amended) A method for treatment and/or prophylaxis of type 2 diabetes comprising administering to a mammal, ~~including man~~, in need of such a treatment an effective amount of a compound as defined in ~~any of claims~~ claim 1-10.

40. (currently amended) A method for treatment and/or prophylaxis of conditions associated with a need for improving HDL function comprising administering to a mammal, ~~including man~~, in need of such a treatment an effective amount of a compound as defined in ~~any of claims~~ claim 1-10.

41. (cancelled)

42. (currently amended) A pharmaceutical composition comprising a compound as claimed in ~~any one of claims~~ claim 1-10 combined with another therapeutic agent that is useful in the treatment of a conditions or disorders associated with the development and progress of atherosclerosis such as ~~hypertension, dyslipidemias, hyperlipidaemias, hypercholesterolemias, type 2 diabetes, inflammation, obesity as well as conditions associated with a need for improving reverse cholesterol transport and/or decreasing intestinal cholesterol absorption.~~